

Application No. 10/711,324
Reply to August 2, 2007 Office Action
REPLACEMENT SHEET

Agreement (Complete) (01/27/2007)	
1. DEFINITIONS	
2. TERM AND TERMINATION	Subcontract Agreement ("Agreement") made this DATE by and between CORP1, a Delaware corporation, having a principal place of business at ADDRESS2 (hereinafter "AKA1"), and CORP3, and its world-wide subsidiaries and affiliates, having a principal place of business at ADDRESS4 (hereinafter "TERMS").
3. SCOPE AND CONSTRAINTS	WHEREAS, AKA1 is a supplier of TERM7 computer systems, peripherals, TERM8, and services and has multiple customers interested in engaging a single supplier to provide services-based solutions in accordance with their specific multi-dimensional requirements; and
4. PAYMENT	WHEREAS, AKA1 has elected to engage TERM6 as a Subcontractor to provide services in support of these customer solutions; and
5. PRICING	WHEREAS, TERM6 is ready, willing and able to furnish its services to AKA1 and its customers as hereinafter described by the terms and conditions set forth in this Agreement; and
6. RECORDS	WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by AKA1 from TERM6. Such purchase(s) shall engage TERM6 in the provision of such Services on behalf of AKA1 to a customer or customers of <u>Morfax</u> .
7. PROGRAM MANAGER	NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, the parties agree to the following:
8. SUBCONTRACTOR INFORMATION	1. DEFINITIONS
9. WARRANTY	a. "Customer" means AKA1's end-user customer.
10. REMEDIES	
11. OWNERSHIP AND INTELLECTUAL PROPERTY	
12. CHANGE IN SCOPE	
13. CONFIDENTIAL INFORMATION	
14. INDEMNIFICATION	
15. LIMITATION OF LIABILITY	
16. NOTICES	
17. INSURANCE	
18. COMPLIANCE WITH LAWS	
Changes List	
Substitute	Add to List
Please check box(es) below to reject suggested substitutions.	
<input type="checkbox"/> Pending: <input type="checkbox"/> SUMMARY1 will replace multi-dimensional	<input type="checkbox"/> Pending: <input type="checkbox"/> C1W will replace littlerack
<input type="checkbox"/> Pending: <input type="checkbox"/> SUMMARY1 will replace INST_LOCK	<input type="checkbox"/> Pending: <input type="checkbox"/> SUMMARY3 will replace INST_LOCK
<input type="checkbox"/> 94 times: <input type="checkbox"/> TERM6 replaced CMP	<input type="checkbox"/> 66 times: <input type="checkbox"/> AKA1 replaced Morfax
<input type="checkbox"/> 4 times: <input type="checkbox"/> CORP3 replaced Computer Manufactured Problems, Inc.	<input type="checkbox"/> 3 times: <input type="checkbox"/> PRICE1 replaced \$1,000,000
<input type="checkbox"/> 2 times: <input type="checkbox"/> PRICE3 replaced \$1,000,000.00	<input type="checkbox"/> 1 time: <input type="checkbox"/> DATE2 replaced 13th day of January, 2002
<input type="checkbox"/> 1 time: <input type="checkbox"/> ADDRESS replaced 6750 Broadway	<input type="checkbox"/> 1 time: <input type="checkbox"/> TERM7 replaced 11th
<input type="checkbox"/> 1 time: <input type="checkbox"/> CORP1 replaced Morfax Computer Corporation	<input type="checkbox"/> 5 times: <input type="checkbox"/> PRICE2 replaced \$2,000,000
<input type="checkbox"/> 1 time: <input type="checkbox"/> ADDRESS replaced 52055 FM 2149, Houston, Texas 76769-3240	<input type="checkbox"/> 1 time: <input type="checkbox"/> TERM8 replaced PAID's

Figure 5

Application No. 10/711,324
 Reply to August 2, 2007 Office Action
 REPLACEMENT SHEET

Paragraph Comparison (1-67 of 67)	New Agreement - Compat_R3_sanitized_30.doc Title Agreement	Old Agreement - Compat_R3.doc Title Agreement
AKA1 Contract Number:	AKA1 Contract Number:	Morfax Contract Number:
19. GENERAL	19. GENERAL	19. GENERAL
Subcontract Agreement ("Agreement") made this DATE2 by and between CORP1, a Delaware corporation, having a principal place of business at ADDRESS2 (hereinafter "AKA1"), and CORP3, and its world-wide subsidiaries and affiliates, having a principal place of business at ADDRESS4 (hereinafter "TERM6").	Subcontract Agreement ("Agreement") made this DATE2 by and between CORP1, a Delaware corporation, having a principal place of business at ADDRESS2 (hereinafter "AKA1"), and CORP3, and its world-wide subsidiaries and affiliates, having a principal place of business at ADDRESS4 (hereinafter "TERM6").	Subcontract Agreement ("Agreement") made this 13th day of January, 2002 by and between Morfax Computer Corporation, a Delaware corporation, having a principal place of business at 52055 RM 2149, Houston, Texas 76769-3240 (hereinafter "Morfax"), and Computer Manufactured Problems, Inc., and its world-wide subsidiaries and affiliates, having a principal place of business at 6750 Broadway, New York, New York 10019 (hereinafter "CMP").
WHEREAS, AKA1 is a supplier of TERM7 computer systems, peripherals, TERMS and services and has multiple customers interested in engaging a single supplier to provide services-based solutions in accordance with their specific multi-dimensional requirements; and	WHEREAS, AKA1 is a supplier of TERM7 computer systems, peripherals, TERMS and services and has multiple customers interested in engaging a single supplier to provide services-based solutions in accordance with their specific multi-dimensional requirements; and	WHEREAS, Morfax is a supplier of Linux computer systems, peripherals, RAIDS, and services and has multiple customers interested in engaging a single supplier to provide services-based solutions in accordance with their specific multi-dimensional requirements; and
WHEREAS, AKA1 has elected to engage TERM6 as a Subcontractor to provide services in support of these customer solutions; and	WHEREAS, AKA1 has elected to engage TERM6 as a Subcontractor to provide services in support of these customer solutions; and	WHEREAS, Morfax has elected to engage CMP as a Subcontractor to provide services in support of these customer solutions; and
WHEREAS, TERM6 is ready, willing and able to furnish its services to AKA1 and its customers as hereinafter described by the terms and conditions set forth in this Agreement; and	WHEREAS, TERM6 is ready, willing and able to furnish its services to AKA1 and its customers as hereinafter described by the terms and conditions set forth in this Agreement; and	WHEREAS, CMP is ready, willing and able to furnish its services to Morfax and its customers as hereinafter described by the terms and conditions set forth in this Agreement; and
WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by AKA1 from TERM6. Such purchase(s) shall engage TERM6 in the provision of such Services on behalf of AKA1 to a customer or customers of AKA1.	WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by AKA1 from TERM6. Such purchase(s) shall engage TERM6 in the provision of such Services on behalf of AKA1 to a customer or customers of AKA1.	WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by Morfax from CMP. Such purchase(s) shall engage CMP in the provision of such Services on behalf of Morfax to a customer or customers of Morfax.
WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by AKA1 from TERM6. Such purchase(s) shall engage TERM6 in the provision of such Services on behalf of AKA1 to a customer or customers of AKA1.	WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by AKA1 from TERM6. Such purchase(s) shall engage TERM6 in the provision of such Services on behalf of AKA1 to a customer or customers of AKA1.	WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by Morfax from CMP. Such purchase(s) shall engage CMP in the provision of such Services on behalf of Morfax to a customer or customers of Morfax.

Figure 6

Agreement (Continued) (24 lines) 1. AGREEMENT 2. TERM AND TERMINATION 3. SCOPE AND CONSTRUCTION 4. PAYMENT 5. PRICING 6. RECORDS 7. PROGRAM MANAGEMENT 8. SUBCONTRACTOR PERFORMANCE 9. WARRANTY 10. REMEDIES 11. OWNERSHIP AND LICENSING 12. CHANGE IN SCOPE 13. CONFIDENTIAL INFORMATION 14. INDEMNIFICATION 15. LIMITATION OF LIABILITY 16. NOTICES 17. INSURANCE 18. COMPLIANCE WITH LAWS 19. GENERAL 20. REMEDIES 21. OWNERSHIP AND LICENSING 22. CHANGE IN SCOPE 23. CONFIDENTIAL INFORMATION 24. INDEMNIFICATION 25. LIMITATION OF LIABILITY 26. NOTICES 27. INSURANCE 28. COMPLIANCE WITH LAWS 29. GENERAL	<p>Subcontract Agreement ("Agreement") made this DATE2 by and between CORP1, a Delaware corporation, having a principal place of business at ADDRESS2 (hereinafter "AKA1"), and its world-wide subsidiaries and affiliates, having a principal place of business at ADDRESS4 (hereinafter "TERM6").</p> <p>WHEREAS, AKA1 is a supplier of TERM7 computer systems, peripherals, TERM8, and services and has multiple customers interested in engaging a single supplier to provide services-based solutions in accordance with their specific DUMMY1 requirements; and</p> <p>WHEREAS, AKA1 has elected to engage TERM6 as a Subcontractor to provide services in support of these customer solutions; and</p> <p>WHEREAS, TERM6 is ready, willing and able to furnish its services to AKA1 and its customers as hereinafter described by the terms and conditions set forth in this Agreement; and</p> <p>WHEREAS, the parties agree that the terms and conditions of this Agreement and any applicable Purchase Order(s) that may be issued hereunder will govern the purchase of Services by AKA1 from TERM6. Such purchase(s) shall engage TERM6 in the provision of such Services on behalf of AKA1 to a customer or customers of AKA1.</p> <p>NOW, THEREFORE, in consideration of the mutual covenants and promises contained herein, the parties agree to the following:</p> <p>1. DEFINITIONS</p> <p>a. "Customer" means AKA1's end-user customer.</p> <p>b. "Services" means consulting, integration, implementation, installation, maintenance, repair or replacement parts, support, design, help desk operations, development, training, management, and any other work provided Subcontractor in connection with meeting TERM6's responsibilities under this Agreement.</p> <p>c. "Purchase Order" means AKA1's written purchase order form and any document incorporated thereto by reference.</p> <p>d. "Day" as used throughout this Agreement means a business day, unless otherwise stated.</p> <p>e. "Statement of Work" means a document agreed upon by AKA1 and TERM6 that specifies the Services to be provided by TERM6, the price, payment schedule, delivery schedule, and acceptance criteria for such Services and, if applicable, detailed technical and administrative requirements for the Services. A Statement of Work will be drafted and agreed upon for each Purchase Order issued under this Agreement.</p> <p>f. "Acceptance" means written notification from AKA1 to TERM6 that indicates the Services have been evaluated and satisfy the completion and acceptance criteria set forth or referenced in the Statement of Work or Purchase Order. Acceptance may be partial or complete, as specified in such notification.</p>
--	---

Figure 7

Application No. 10/711,324
Reply to August 2, 2007 Office Action
REPLACEMENT SHEET

Agreement and Plan of Merger (agreement and plan of merger sanitized - 30.doc)	
AGREEMENT AND PLAN OF MERGER	
by and among	
CPARTY1	
CORP3	
and	
CPARTY3	
Dated as of	
DATE4	
AGREEMENT AND PLAN OF MERGER, dated as of DATE4 (this	
"Agreement"), by and among CPARTY1 a Delaware corporation (the "Parent"), CORP3 a Delaware corporation	
and a directly wholly-owned subsidiary of the Parent ("Merger Sub"), and CPARTY3 a Delaware corporation (the "Company").	
Capitalized terms used and not otherwise defined herein have the meanings set forth in Article 1.	
WHEREAS, the boards of directors of each of the Parent, Merger Sub and	
the Company have determined that it is advisable and in the best interests of their respective corporations and stockholders to enter into a	
business combination by means of the merger of the Company with and into Merger Sub and have approved and adopted the Merger, this	
Agreement and the transactions contemplated hereby;	
WHEREAS, as a condition and inducement to each party's entering into	
this Agreement, the Company Major Stockholders, concurrently with the execution and delivery of this Agreement, is entering into a Voting	
Agreement; and	
WHEREAS, for United States federal income tax purposes, it is intended	

Figure 8